

Applicant or Patentee: Samuel Nochumson et al.
 Serial or Patent No.: 08/887,673
 Filed or Issued: July 3, 1997
 For: PROCESS AND EQUIPMENT FOR PLASMID PURIFICATION

VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY STATUS
 (37 CFR 1.9(d) and 1.27(c)) - SMALL BUSINESS CONCERN

I hereby declare that I am:

____ the owner of the small business concern identified below:
☒ an official of the small business concern empowered to act on behalf of the concern identified below:

NAME OF CONCERN: GENEMEDICINE, INC.
 ADDRESS OF CONCERN: 8301 New Trails Drive
 The Woodlands TX 77381-4248

I hereby declare that the above-identified small business concern qualifies as a small business concern as defined in 13 CFR 121.3-18, and reproduced in 37 CFR 1.9(d) for purposes of paying reduced fees under section 41(a) and (b) of Title 35, United States Code, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third-party or parties controls or has the power to control both.

I hereby declare that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the above-entitled invention, by inventor(s) Samuel Nochumson et al. described in

____ the specification filed herewith
☒ application serial number 08/887,673, filed July 3, 1997
 Patent No. _____, issued _____

If the rights held by the above-identified small business concern are not exclusive, each individual, concern or organization having rights to the invention is listed below* and no rights to the invention are held by any person, other than the inventor, who could not qualify as a small business concern under 37 CFR 1.9(d) or by any concern which would not qualify as a small business concern under 37 CFR 1.9(d) or a nonprofit organization under 37 CFR 1.9(e).

*NOTE: Separate verified statements are required from each named person, concern or organization having rights to the invention averring to their status as small entities. (37 CFR 1.27)

NAME	_____		
ADDRESS	_____		
	<input type="checkbox"/> INDIVIDUAL	<input type="checkbox"/> SMALL BUSINESS CONCERN	<input type="checkbox"/> NONPROFIT ORGANIZATION

NAME	_____		
ADDRESS	_____		
	<input type="checkbox"/> INDIVIDUAL	<input type="checkbox"/> SMALL BUSINESS CONCERN	<input type="checkbox"/> NONPROFIT ORGANIZATION

NAME	_____		
ADDRESS	_____		
	<input type="checkbox"/> INDIVIDUAL	<input type="checkbox"/> SMALL BUSINESS CONCERN	<input type="checkbox"/> NONPROFIT ORGANIZATION

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28(b))

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

NAME OF PERSON SIGNING: Josef Bossart, Ph.D.
 TITLE OF PERSON OTHER THAN OWNER: Vice President and CBO
 ADDRESS OF PERSON SIGNING: 8301 New Trails Drive
The Woodlands TX 77381-4248

Signature

J. Bossart

Date

2-10-98



226/260

COMBINED DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled

PROCESS AND EQUIPMENT FOR PLASMID PURIFICATION the specification of which

_____ is attached hereto.

X was filed on July 3, 1997 as Application Serial No. 08/887,673 and was amended on _____.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the patentability and/or examination of this application in accordance with Title 37, Code of Federal Regulations, §1.56(a).

I hereby claim foreign priority benefits under Title 35, United States Code, §119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

Prior Application(s):

_____ (Number)	_____ (Country)	_____ (Day/Month/Year Filed)	_____ Yes	_____ No
_____ (Number)	_____ (Country)	_____ (Day/Month/Year Filed)	_____ Yes	_____ No
_____ (Number)	_____ (Country)	_____ (Day/Month/Year Filed)	_____ Yes	_____ No

I hereby claim the benefit under Title 35, United States Code, §119(e) of any United States provisional application(s) listed below.

<u>60/022,157</u>	<u>July 19, 1996</u>
(Application Number)	(Filing Date)

I hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, §112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, §1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

_____ (Application Serial No.)	_____ (Filing Date)	_____ (Status)
_____ (Application Serial No.)	_____ (Filing Date)	_____ (Status)

I hereby appoint the following attorney(s) and/or agent(s) to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith: Richard J. Warburg, Esq., Registration No. 32,327

Kindly recognize as associate attorney:

Roland N. Smoot, Reg. No. 18,718; Conrad R. Solum, Jr. Reg. No. 20,467; James W. Geriak, Reg. No. 20,233; Robert M. Taylor, Jr., Reg. No. 19,848; Samuel B. Stone, Reg. No. 19,297; Douglas E. Olson, Reg. No. 22,798; Robert E. Lyon, Reg. No. 24,171; Robert C. Weiss, Reg. No. 24,939; Richard E. Lyon, Jr., Reg. No. 26,300; John D. McConaghy, Reg. No. 26,773; William C. Steffin, Reg. No. 26,811; Coe A. Bloomberg, Reg. No. 26,605; J. Donald McCarthy, Reg. No. 25,119; John M. Benassi, Reg. No. 27,483; James H. Shalek, Reg. No. 29,749; Allan W. Jansen, Reg. No. 29,035; Robert W. Dickerson, Reg. No. 29,914; Roy L. Anderson, Reg. No. 30,240; David B. Murphy, Reg. No. 31,125; James C. Brooks, Reg. No. 29,898; Jeffrey M. Olson, Reg. No. 30,790; Steven D. Hemminger, Reg. No. 30,755; Jerrold B. Reilly, Reg. No. 32,293; Paul H. Meier, Reg. No. 32,274; John A. Rafter, Jr., Reg. No. 31,653; Kenneth H. Ohriner, Reg. No. 31,646; Mary S. Consalvi, Reg. No. 32,212; Bradford J. Duft, Reg. No. 32,219; Suzanne L. Biggs, Reg. No. 30,158; Steven M. Weiss, Reg. No. 37,534; Matthew W. Knight, Reg. No. 36,846; Richard J. Warburg, Reg. No. 32,327; F.T. Alexandra Mahaney, Reg. No. 37,668; Sheldon O. Heber, Reg. No. 38,179; Jeffrey W. Guise, Reg. No. 34,613; Charles S. Berkman, Reg. No. 38,077; and Anthony C. Chen, Reg. No. 38,673; of LYON & LYON LLP, 633 West Fifth Street, Suite 4700, Los Angeles, California 90071, telephone (619) 552-8400.

Address all telephone calls to Richard J. Warburg, Esq. at telephone no. 619 552-8400.

Address all correspondence to Richard J. Warburg, Esq., LYON & LYON LLP, 633 West Fifth Street, Suite 4700, Los Angeles CA 90071.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patents issuing thereon.

Full name of first inventor Samuel Nochumson

Inventor's signature _____ Date: _____

Residence 43 South Silver Crescent Circle, The Woodlands, Texas 77382

Citizenship U.S.A.

Post Office Address 43 South Silver Crescent Circle, The Woodlands, Texas 77382

Full name of second inventor Ross Durland

Inventor's signature _____ Date: _____

Residence 21 Flagstone Path, The Woodlands, Texas 77381

Citizenship U.S.A.

Post Office Address 21 Flagstone Path, The Woodlands, Texas 77381

Full name of third inventor Audrey Yu-Speight
Inventor's signature *Audrey Yu-Speight* Date: 2/16/98
Residence 19 Fire Flicker Place, The Woodlands, Texas 77381
Citizenship U.S.A.
Post Office Address 19 Fire Flicker Place, The Woodlands, Texas 77381

Full name of fourth inventor John Welp
Inventor's signature _____ Date: _____
Residence 12833 Pelican Island Drive, Willis, Texas 77378
Citizenship U.S.A.
Post Office Address 12833 Pelican Island Drive, Willis, Texas 77378

Full name of fifth inventor Kuoewi Wu
Inventor's signature _____ Date: _____
Residence 14150 Wunderlich Drive, #1708, Houston, Texas 77069
Citizenship Taiwan
Post Office Address 14150 Wunderlich Drive, #1708, Houston, Texas 77069

Full name of sixth inventor Rexford Hayes
Inventor's signature _____ Date: _____
Residence 16755 Ella Boulevard, Apt. #28, Houston, Texas 77090
Citizenship U.S.A.
Post Office Address 16755 Ella Boulevard, Apt. #28, Houston, Texas 77090



226/260

COMBINED DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled

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_____ is attached hereto.

X was filed on July 3, 1997 as Application Serial No. 08/887,673 and was amended on _____.

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Prior Application(s):

_____ (Number)	_____ (Country)	_____ (Day/Month/Year Filed)	_____ Yes	_____ No
_____ (Number)	_____ (Country)	_____ (Day/Month/Year Filed)	_____ Yes	_____ No
_____ (Number)	_____ (Country)	_____ (Day/Month/Year Filed)	_____ Yes	_____ No

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<u>60/022,157</u>	<u>July 19, 1996</u>
(Application Number)	(Filing Date)

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_____ (Application Serial No.)	_____ (Filing Date)	_____ (Status)
_____ (Application Serial No.)	_____ (Filing Date)	_____ (Status)

I hereby appoint the following attorney(s) and/or agent(s) to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith: Richard J. Warburg, Esq., Registration No. 32,327

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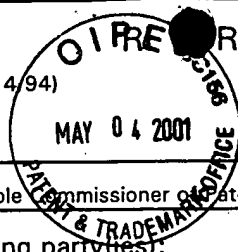
Full name of first inventor Samuel Nochumson
 Inventor's signature Samuel Nochumson Date: 2/10/98
 Residence 43 South Silver Crescent Circle, The Woodlands, Texas 77382
 Citizenship U.S.A.
 Post Office Address 43 South Silver Crescent Circle, The Woodlands, Texas 77382

Full name of second inventor Ross Durland
 Inventor's signature Ross Durland Date: 2/10/98
 Residence 21 Flagstone Path, The Woodlands, Texas 77381
 Citizenship U.S.A.
 Post Office Address 21 Flagstone Path, The Woodlands, Texas 77381

Full name of third inventor Audrey Yu-Speight

Inventor's signature _____ Date: _____

Residence 19 Fire Flicker Place, The Woodlands, Texas 77381Citizenship U.S.A.Post Office Address 19 Fire Flicker Place, The Woodlands, Texas 77381Full name of fourth inventor John WelpInventor's signature  Date: 2/10/98Residence 12833 Pelican Island Drive, Willis, Texas 77378Citizenship U.S.A.Post Office Address 12833 Pelican Island Drive, Willis, Texas 77378Full name of fifth inventor Kuoewi WuInventor's signature  Date: 02/10/98Residence 14150 Wunderlich Drive, #1708, Houston, Texas 77069Citizenship TaiwanPost Office Address 14150 Wunderlich Drive, #1708, Houston, Texas 77069Full name of sixth inventor Rexford HayesInventor's signature  Date: 2/11/98Residence 16755 Ella Boulevard, Apt. #28, Houston, Texas 77090Citizenship U.S.A.Post Office Address 16755 Ella Boulevard, Apt. #28, Houston, Texas 77090



REGISTRATION FORM COVER SHEET
PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Samuel Nochumson
Ross Durland
Audrey Yu-Speight
John Welp
Kuoewi Wu
Rexford Hayes

Additional name(s) of conveying party(ies) attached? ☐ Yes No ☒

3. Nature of conveyance:

X Assignment

Execution Date: 11 February, 1998 and
16 February, 1998

2. Name and address of receiving party(ies)

GENEMEDICINE, INC.
8301 New Trails Drive
The Woodlands, TX 77381-4248

Additional name(s) & address(es) attached? ☐ Yes No ☒

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)
08/887,673

B. Patent No.(s)

Additional numbers attached? ☐ Yes No ☒

5. Name and address of party to whom
correspondence concerning document should be
mailed:

Name: Richard J. Warburg

LYON & LYON LLP

Street Address: 633 West Fifth Street

Suite 4700

City: Los Angeles State: CA Zip: 90071-2066

6. Total number of applications and patents involved: 1

7. Total fee (37 C.F.R. 3.41).....\$40.00

X Enclosed

 Authorized to be charged to Deposit Account

8. Deposit account number:

12-2475

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Charles S. Berkman
Name of Person Signing

Signature

3-5-98

Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

ASSIGNMENT

For valuable consideration, we, Samuel Nochumson of The Woodlands, Texas; Ross Durland of The Woodlands, Texas; Audrey Yu-Speight of The Woodlands, Texas; John Welp of Willis, Texas; Kuoewi Wu of Houston, Texas; and Rexford Hayes of Houston, Texas, hereby assign to GENEMEDICINE, INC., a Delaware corporation having a place of business at 8301 New Trails Drive, The Woodlands, Texas 77381, and its successors and assigns (collectively hereinafter called "the Assignee"), the entire right, title and interest throughout the world in the inventions and improvements which are the subject of an application for United States Patent filed on July 3, 1997, U.S. Serial No. 08/887,673, entitled PROCESS AND EQUIPMENT FOR PLASMID PURIFICATION, this assignment including said application, any and all United States and foreign patents granted for any of said inventions or improvements, and the right to claim priority based on the filing date of said application under the International Convention for the Protection of Industrial Property, the Patent Cooperation Treaty, the European Patent Convention, and all other treaties of like purposes; and we authorize the Assignee to apply in all countries in our name or in its own name for patents and like rights of exclusion and for inventors' certificates for said inventions and improvements; and we agree for ourselves and our respective heirs, legal representatives and assigns, without further compensation to perform such lawful acts and to sign such further applications, assignments, Preliminary Statements and other lawful documents as the Assignee may reasonably request to effectuate fully this Assignment.

IN WITNESS WHEREOF, I hereto set my hand and seal at The Woodlands, TX
this 11th day of February, 1998.

Samuel Nochumson
Samuel Nochumson

State of Texas :
County of Montgomery : SS.

Before me this 11 day of February, 1998, personally appeared Samuel Nochumson known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

Jennifer Short
Notary Public

[Notary's
Seal Here]



My commission expires: 3.24.01

IN WITNESS WHEREOF, I hereto set my hand and seal at The Woodlands, TX
this 11th day of February, 1998.

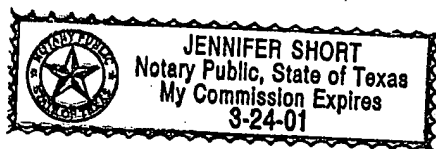
Ross Durland
Ross Durland

State of Texas :
County of Montgomery : SS.

Before me this 11 day of February, 1998, personally appeared Ross Durland known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

Jennifer Short
Notary Public

[Notary's
Seal Here]



My commission expires: 3.24.01

IN WITNESS WHEREOF, I hereto set my hand and seal at _____,
this ____ day of _____, 1998.

Audrey Yu-Speight

State of _____ :
County of _____ : ss.

Before me this ____ day of _____, 1998, personally appeared Audrey Yu-Speight known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

[Notary's
Seal Here]

Notary Public

My commission expires:

IN WITNESS WHEREOF, I hereto set my hand and seal at The Woodlands, TX
this 11th day of February, 1998.

John Welp
John Welp

State of Texas :
County of Montgomery : ss.

Before me this 11 day of February 1998, personally appeared John Welp known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

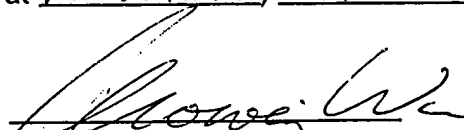
[Notary's
Seal Here]



Jennifer Short
Notary Public

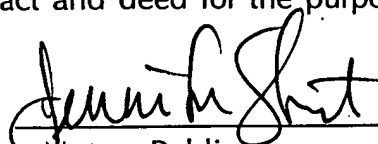
My commission expires: 3-24-01

IN WITNESS WHEREOF, I hereto set my hand and seal at The Woodlands, TX
this 11th day of February, 1998.


Kuoei Wu

State of Texas :
County of Montgomery : SS.

Before me this 11 day of February, 1998, personally appeared Kuoei Wu known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.


Notary Public

[Notary's
Seal Here]



My commission expires: 3.24.01

IN WITNESS WHEREOF, I hereto set my hand and seal at The Woodlands, TX
this 11th day of February, 1998.


Rexford Hayes

State of Texas :
County of Montgomery : SS.

Before me this 11 day of February, 1998, personally appeared Rexford Hayes known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.


Notary Public

[Notary's
Seal Here]



My commission expires: 3.24.01

ASSIGNMENT

For valuable consideration, we, Samuel Nochumson of The Woodlands, Texas; Ross Durland of The Woodlands, Texas; Audrey Yu-Speight of The Woodlands, Texas; John Welp of Willis, Texas; Kuoewi Wu of Houston, Texas; and Rexford Hayes of Houston, Texas, hereby assign to GENEMEDICINE, INC., a Delaware corporation having a place of business at 8301 New Trails Drive, The Woodlands, Texas 77381, and its successors and assigns (collectively hereinafter called "the Assignee"), the entire right, title and interest throughout the world in the inventions and improvements which are the subject of an application for United States Patent filed on July 3, 1997, U.S. Serial No. 08/887,673, entitled PROCESS AND EQUIPMENT FOR PLASMID PURIFICATION, this assignment including said application, any and all United States and foreign patents granted for any of said inventions or improvements, and the right to claim priority based on the filing date of said application under the International Convention for the Protection of Industrial Property, the Patent Cooperation Treaty, the European Patent Convention, and all other treaties of like purposes; and we authorize the Assignee to apply in all countries in our name or in its own name for patents and like rights of exclusion and for inventors' certificates for said inventions and improvements; and we agree for ourselves and our respective heirs, legal representatives and assigns, without further compensation to perform such lawful acts and to sign such further applications, assignments, Preliminary Statements and other lawful documents as the Assignee may reasonably request to effectuate fully this Assignment.

IN WITNESS WHEREOF, I hereto set my hand and seal at _____,
this ____ day of _____, 1998.

Samuel Nochumson

State of _____ :
County of _____ : ss.

Before me this ____ day of _____, 1998, personally appeared Samuel Nochumson known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

[Notary's
Seal Here]

Notary Public

My commission expires:

IN WITNESS WHEREOF, I hereto set my hand and seal at _____,
this ____ day of _____, 1998.

Ross Durland

State of _____ :
County of _____ : ss.

Before me this ____ day of _____, 1998, personally appeared Ross Durland known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

[Notary's
Seal Here]

Notary Public

My commission expires:

IN WITNESS WHEREOF, I hereto set my hand and seal at College Station, Texas
this 16th day of February, 1998.

Audrey Yu-Speight
Audrey Yu-Speight

State of Texas :

ss.

County of Brazos :

Before me this 16th day of February, 1998, personally appeared Audrey Yu-Speight known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

[Notary's
Seal Here]

Helena Gordon
Notary Public

My commission expires:
02-14-02

IN WITNESS WHEREOF, I hereto set my hand and seal at _____,
this ____ day of _____, 1998.

John Welp

State of _____ :

ss.

County of _____ :

Before me this ____ day of _____, 1998, personally appeared John Welp known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

[Notary's
Seal Here]

Notary Public

My commission expires:

IN WITNESS WHEREOF, I hereto set my hand and seal at _____,
this ____ day of _____, 1998.

Kuoewi Wu

State of _____ :
County of _____ : ss.

Before me this ____ day of _____, 1998, personally appeared Kuoewi Wu known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

[Notary's
Seal Here]

Notary Public

My commission expires:

IN WITNESS WHEREOF, I hereto set my hand and seal at _____,
this ____ day of _____, 1998.

Rexford Hayes

State of _____ :
County of _____ : ss.

Before me this ____ day of _____, 1998, personally appeared Rexford Hayes known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

[Notary's
Seal Here]

Notary Public

My commission expires:

MAY 04 2001

RECORDATION FORM COVER SHEET
PATENTS ONLYU.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Docket No. 207/073

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

GeneMedicine, Inc.

Additional name(s) of conveying party(ies) attached?

☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment☒ Merger☐ Security Agreement☒ Change of Name☐ OtherExecution Date: March 18, 1999

2. Name and address of receiving party:

Name: Valentis, Inc.

Internal Address: _____

City: _____ State: _____ Zip: _____

Street Address: 863A Mitten RoadCity: Burlingame State: CA Zip: 94010Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No(s): 08/225,840

B. Patent No(s): _____

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael J. WiseInternal Address: LYON & LYON LLP633 West Fifth Street, Suite 4700
Los Angeles, CA 90071-20666. Total number of applications and patents involved: 217. Total fee (37 CFR 3.41): \$840.00☒ Enclosed☒ Charge this Deposit Account if any additional fee is required8. Deposit Account Number: 12-2475

DO NOT USE THIS SPACE

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michael J. Wise, Reg. No. 34,047Date: April 13, 2001Total number of pages including cover sheet: 8

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

Director — U.S. Patent and Trademark Office

Box Assignments

Washington, D.C. 20231

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**Continuation of Recordation Form Cover Sheet
For
GeneMedicine, Inc. – Valentis, Inc.**

Merger/Change of Name

Additional number(s) or patent number(s) for **Section 4.A. & 4B.**

Section 4.A. <u>Patent Application No.</u>	<u>Attorney Docket No.</u>
09/122,171	236/006
08/798,974	224/084
09/070,896	234/167
09/149,721	237/023
09/115,407	235/238
09/189,329	239/053
08/887,673	226/260
08/974,572	230/185
08/948,958	226/284
09/754,014	260/056
08/949,160	226/285
09/212,768	239/048
09/018,748	230/109
09/760,417	260/189 ✓
09/774,284	260/243

Section 4.B.

Patent Serial No.

Attorney Docket No.

5,763,270

213/087

6,103,470

230/204

6,034,072

230/214

6,040,295

210/190

6,184,037

224/177



State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MONTANA ACQUISITION SUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "GENEMEDICINE, INC." UNDER THE NAME OF
"VALENTIS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE EIGHTEENTH DAY OF MARCH, A.D. 1999, AT 3 O'CLOCK P.M.



Edward J. Freel, Secretary of State

2283820 8100M

991386928

AUTHENTICATION: 9972539

DATE: 09-16-99

MAR-18-99 THU 04:12 PM NCR PH# 734-1450

FAX NO. 3027341476
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 03/18/1999
991106216 - 2283820



**CERTIFICATE OF MERGER
MERGING
MONTANA ACQUISITION SUB, INC.,
A DELAWARE CORPORATION
WITH AND INTO
GENEMEDICINE, INC.,
A DELAWARE CORPORATION**

Pursuant to Section 251 of the General Corporation Law of
the State of Delaware

GeneMedicine, Inc., a Delaware corporation ("GeneMedicine"), does hereby certify as follows:

FIRST: Each of the constituent corporations, GeneMedicine and Montana Acquisition Sub, Inc., a Delaware corporation ("Montana"), is a corporation duly organized and existing under the Delaware General Corporation Law (the "DGCL").

SECOND: An Agreement and Plan of Merger and Reorganization (the "Reorganization Agreement"), dated October 24, 1998, as amended, setting forth the terms and conditions of the merger of Montana with and into GeneMedicine (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.

THIRD: The name of the surviving corporation is GeneMedicine, Inc. (the "Surviving Corporation") which shall be changed to Valentis, Inc.

FOURTH: The Surviving Corporation's original Certificate of Incorporation was filed on January 2, 1992 under the name "Vector Therapeutics, Inc."

FIFTH: The Restated Certificate of Incorporation of the Surviving Corporation is amended and restated to read in its entirety as set forth in Exhibit A hereto.

SIXTH: An executed copy of the Reorganization Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

GeneMedicine, Inc.
8301 New Trails Drive
The Woodlands, TX 77381

SEVENTH: An executed copy of the Reorganization Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

EIGHTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

MAR-18-99 THU 04:12 PM NCR PH# 734-1450

FAX NO. 3027341476

P.03

MAR 15 '99 18:44 Y0-16174230154

FROM-

T-252 P.04

F-887

IN WITNESS WHEREOF, GeneMedicine has caused this Certificate of Merger to be executed in its corporate name as of the 18th day of March, 1999.

GENEMEDICINE, INC.

By: 

Stanley T. Crooke, Chairman

ATTEST:

By: 

Richard A. Waldron, Secretary

EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
VALENTIS, INC.,
a Delaware corporation

I.

The name of this corporation is VALENTIS, INC.

II.

The address of the registered office of the corporation in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle, and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

III.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

IV.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is one hundred (100), each having a par value of one-tenth of one cent (\$0.001).

V.

The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

VI.

A. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.